

CITY COUNCIL REPORT



Meeting Date: June 22, 2010
 General Plan Element: **Land Use**
 General Plan Goal: *Sensitively integrate land uses into the surrounding settings*

ACTION

Beer and Wine Store Liquor License Request for Harry and David 50-LL-2010. To consider forwarding a recommendation to the Arizona Department of Liquor Licenses and Control for a Series 10 (beer and wine store) State liquor license for a new location and new owner.

OWNER

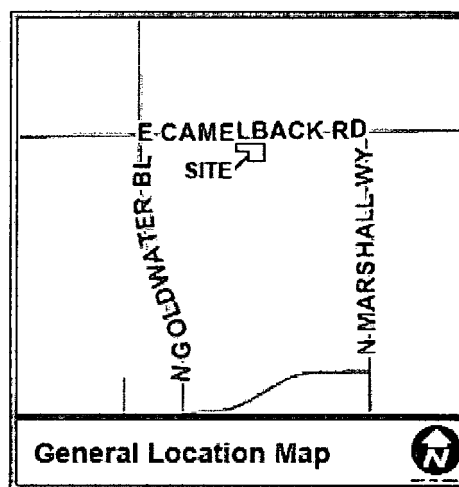
Harry and David, Inc.

APPLICANT CONTACT

Andrea Lewkowitz

LOCATION

7014 E Camelback Rd Suite 1250



BACKGROUND

This request is for a Series 10 (beer and wine store) liquor license. Harry and David have been at this location since 1990. They are requesting approval to add a series 10 (beer and wine store). This would allow them to sell packaged beer or wine to be included primarily in their gift baskets.

A.R.S. Section 4-207. Restrictions on licensing premises near school or church locations (within 300 ft.) applies to all Liquor License Series except 5, 11, 12, Special Event or golf courses.

The distance to the nearest school, Scottsdale United Methodist, is 3.956 feet.

The distance to the nearest religious facility, Christian Science First Church, is 1,879 feet.

There are 79 liquor licenses within a one half-mile radius of this location. See Attachment #3 for graphic representation of these locations.

Series	Type of License	<i>Number within ½ mile of the proposed location.</i>
Series 06	Bar	19
Series 07	Beer/Wine Bar	8
Series 10	Beer / Wine Store	3
Series 11	Hotel/Motel	3
Series 12	Restaurant	48

APPLICANTS PROPOSAL

The applicant is seeking a favorable recommendation on a Series 10 (beer and wine store) liquor license. This allows a liquor store retailer to sell beer and wine, only in the original package, to be taken away from the premises of the retailer and consumed off the premises.

PETITIONS FROM PERSONS IN CLOSE PROXIMITY

The applicant has maintained the required posting notice for the State mandated 20-day period. No petitions or protests pursuant to A.R.S. 4-201.b. were received during the 20 (twenty) day posting period.

OTHER LICENSES & PERMITS

Financial Management

Revenue Collection has reported that the applicant has met City licensing requirements and all fees have been paid.

Spirituos Liquor Tax Permit # 1048806.

Scottsdale Transaction Privilege Sales Tax License # 1026603.

Maricopa County

Maricopa County Environmental Health has reported no opposition to this case.

IMPACT ANALYSIS

Current Planning Department Development Information.

This establishment is 2,200 sq. ft. in size.

Zoning.

This site is zoned D/RCO-2 PBD DO (Downtown / Retail Commercial Office, Planned Block Development, Downtown Overlay). The D/RCO-2 PBD DO district allows retail sales as a permitted use.

Parking.

A total of 9 spaces are required for this use and 6808 spaces are required for the shopping center. A total of 6995 spaces are provided in the shopping center. Parking is in compliance with the zoning ordinance.

Public Safety Division

History of past liquor license violations and criminal activity

None noted.

Reports Taken

No Reports Taken at this location.

The applicant has submitted the proper paperwork. There is no information at this time that would prohibit the applicant(s) from obtaining this license.

Major life safety issues

None noted.

Code Enforcement

There are no current cases of code violations at this time in relation to the liquor license.

STATE GUIDELINES FOR CONSIDERING AN APPLICATION

A.R.S. Section 4-203.A Granting a License for a New Owner for a Certain Location.

A spirituous liquor license shall be issued only after satisfactory showing of the capability, qualifications and reliability of the applicant.

A.R.S. Section 4-112.B.1; R19-1-102 Criteria for Granting a License for a Certain Location

The local governing authorities and the Department of Liquor Licenses & Control may consider the following criteria in determining whether public convenience requires and that the best interest of the community will be substantially served by the issuance or transfer of a liquor license at a particular unlicensed location:

1. Petitions and testimony from persons who are in favor of or opposed to the issuance of a license, and who reside in, own or lease property in close proximity.
2. The number and series of licenses in close proximity.
3. Evidence that all necessary licenses and permits have been obtained from the state and all other governing bodies.
4. The residential and commercial population of the community and its likelihood of increasing, decreasing or remaining static.
5. Residential and commercial population density in close proximity.
6. Evidence concerning the nature of the proposed business, its potential market, and its likely customers.
7. Effect on vehicular traffic in close proximity.
8. The compatibility of the proposed business with other activity in close proximity.
9. The effect or impact of the proposed premises on business or the residential neighborhood whose activities might be affected by granting the license.

10. The history for the past five years of liquor violations and reported criminal activity at the proposed premises provided that the applicant has received a detailed report(s) of such activity at least 20 days before the hearing by the Board.
11. Comparison of the hours of operation of the proposed premises to the existing businesses in close proximity.
12. Proximity to licensed childcare facilities as defined by A.R.S. 36-881.

COUNCIL OPTIONS & STAFF RECOMMENDATION

Council Options

The City Council has the option of recommending approval, denial or no recommendation to the Arizona Department of Liquor Licenses and Control.

Staff Recommendation

The City of Scottsdale staff has conducted a review and advises that the license request meets the criteria imposed for determining that the community's best interest is substantially served by the issuance of the liquor license and advises that the license request meets the criteria imposed for determining the capability, qualifications and reliability of the applicant.

Next Steps

The City Council's recommendation of approval, denial or no recommendation will be forwarded to the Department of Liquor Licenses and Control for their consideration. If the application is approved by the Department of Liquor Licenses and Control, the applicant should receive their license from the State within 105 days of original application.

RESPONSIBLE DEPARTMENT(S)


Bob Hults, Associate Planner, rhults@scottsdaleaz.gov
Planning, Neighborhood and Transportation Division

Tom Henny, Commander Downtown Patrol District, thenny@scottsdaleaz.gov
Public Safety Division

Malcom Hankins, Code Enforcement Manager, mhankins@scottsdaleaz.gov
Economic Vitality Division

APPROVED BY

Tim Curtis, AICP, Acting Current Planning Director
312-4210 tcurtis@scottsdaleaz.gov

 6/3/2010

Connie Padian, Acting Executive Director
312-2664, cpadian@scottsdaleaz.gov

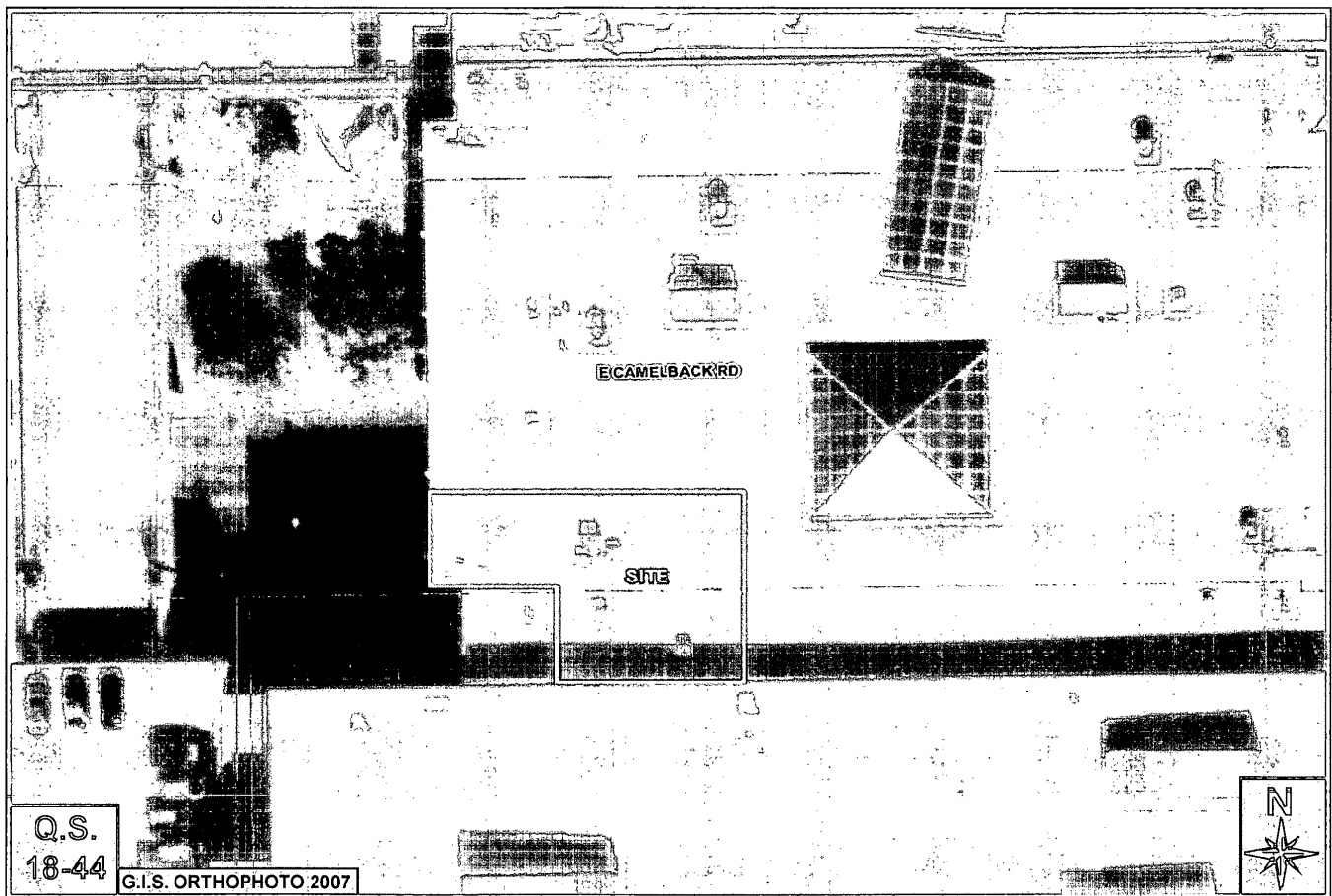
CP 6/4/10

ATTACHMENTS

- #1: Aerial Map
- #2: Close-up Aerial Map
- #3: Graphic – Liquor License Locations Within Half-Mile
- #4: City of Scottsdale Applicant Questionnaire
- #5: State Application Sections 1-17
- #6: State Background Information



Harry and David

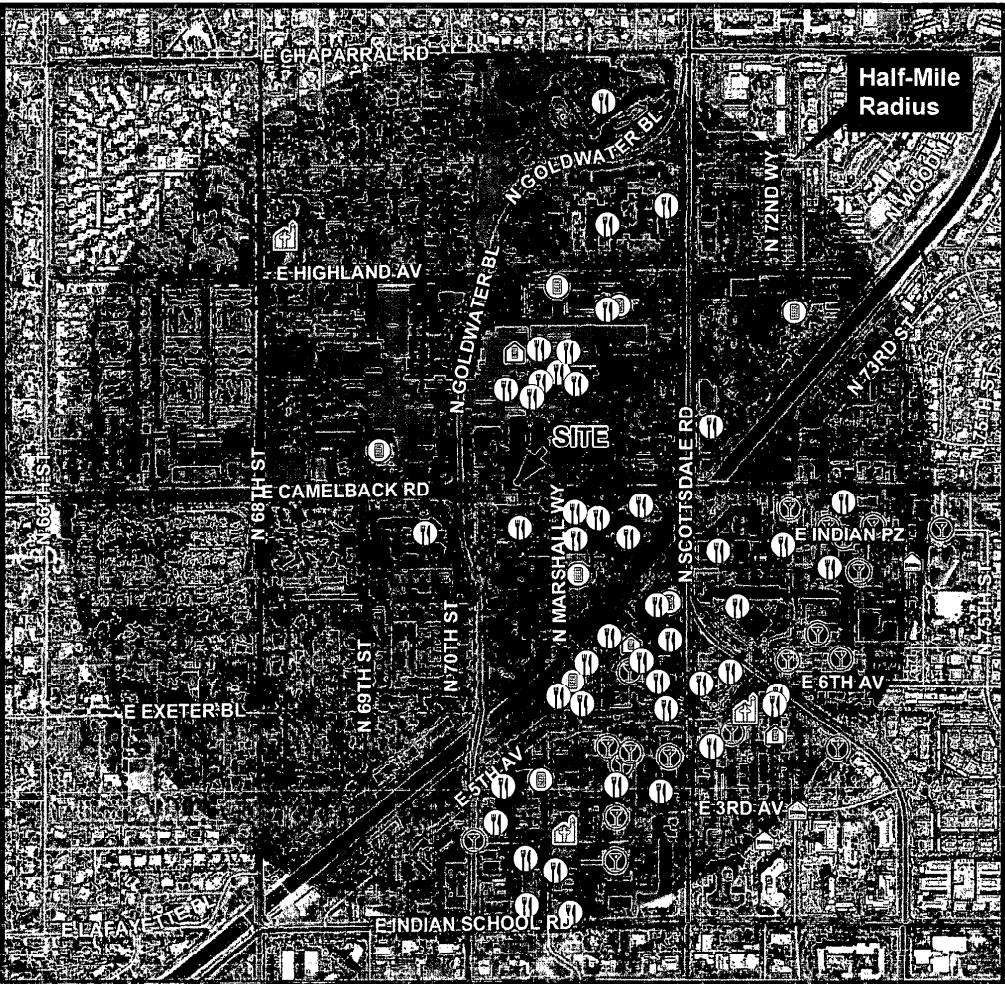


50-LL-2010

Harry and David

ATTACHMENT #2

Liquor Licenses Within A Half-Mile Radius Radius of 7014 E Camelback Rd



Legend

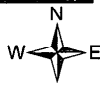
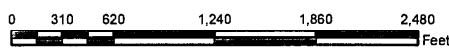
- Private School
- Public School
- Faith Community

Liquor License Count by Series Within a Half-Mile Radius of Site

- 19 - Bar (Series 6)
- 8 - Beer/Wine Bar (Series 7)
- 3 - Beer/Wine Store (Series 10)
- 3 - Hotel/Motel (Series 11)
- 46 - Restaurant (Series 12)

Total Licenses in Half-Mile Buffer = 79

Note: Liquor License location markers are placed for visual clarity and may not reflect the exact location of Liquor License establishments.



Map Produced by Planning & Development Services GIS

50-LL-2010

ATTACHMENT #3



Liquor License Questionnaire

Please complete all questions and return within 3 business days.

Name of Business: Harry and David, Inc. dba: Harry & David

Business Address: 7014 E. Camelback Rd., Suite 1250, Scottsdale, AZ 85251

Name of Shopping Center: Scottsdale Fashion Square Mall

Type of Business (grocery, retail) Retail

Total Gross Square Footage of Establishment: 2,200 sq ft.

Was there a previous business at this location? ☒ Yes ☐ No

If yes, list the previous business: Harry and David, Inc. dba: Harry & David

Was liquor sold at this location prior to this application? ☐ Yes ☒ No

If yes, what type of license? _____

Is this business currently open? ☒ Yes ☐ No

If yes, is this business operating with an interim license? ☐ Yes ☒ No

If no, what is the proposed opening date? Currently open - no liquor license at location

Is this business under construction? ☐ Yes ☒ No

Is this being remodeled? ☐ Yes ☒ No

How many parking spaces are allocated to your business? _____

Does this business have a drive thru window? ☐ Yes ☒ No

Applicant Narrative:

ARS 4-201-G: In all proceedings before the governing body of a city or town, the Board of Supervisors of a County or the Board, the applicant bears the burden of showing that the public convenience requires and that the best interest of the community will be substantially served by the issuance of this license.

1. I have the capability, qualifications and reliability to hold a liquor license because:

Applicant is committed to the responsible sale of liquor as prescribed by the law of the State of Arizona. Managers and staff will be trained in the techniques of Arizona liquor laws to assure proper sales to their customers.

2. The public convenience requires and the best interest of the community will be substantially served by the issuance of the liquor license because:

Applicant has more than 125 Harry & David stores throughout the country. Applicant would like to give their customers the option of purchasing various wine/beer with the gift products they offer.

3. Please describe your business:

Harry & David is a retail/online store offering specialty fruits, chocolates and baked good in high-end gift baskets and holiday gift towers.

Print Name: Andrea Dahlman Lewkowitz Signature: _____

Date: 5/26/10

Planning, Neighborhood and Transportation Division

7447 E. Indian School Road, Suite 105, Scottsdale, AZ 85251 ♦ Phone: 480-312-7000 ♦ Fax: 480-312-7088

Arizona Department of Liquor Licenses and Control

800 West Washington, 5th Floor
Phoenix, Arizona 85007
www.azliquor.gov
602-542-5141

APPLICATION FOR LIQUOR LICENSE
TYPE OR PRINT WITH BLACK INK

50-LL-2010

Notice: Effective Nov. 1, 1997, All Owners, Agents, Partners, Stockholders, Officers, or Managers actively involved in the day to day operations of the business must attend a Department approved liquor law training course or provide proof of attendance within the last five years. See page 5 of the Liquor Licensing requirements.

SECTION 1 This application is for a:

- ☐ INTERIM PERMIT *Complete Section 5*
☒ NEW LICENSE *Complete Sections 2, 3, 4, 13, 14, 15, 16*
☐ PERSON TRANSFER (Bars & Liquor Stores ONLY)
Complete Sections 2, 3, 4, 11, 13, 15, 16
☐ LOCATION TRANSFER (Bars and Liquor Stores ONLY)
Complete Sections 2, 3, 4, 12, 13, 15, 16
☐ PROBATE/WILL ASSIGNMENT/DIVORCE DECREE
Complete Sections 2, 3, 4, 9, 13, 16 (fee not required)
☐ GOVERNMENT *Complete Sections 2, 3, 4, 10, 13, 15, 16*

SECTION 2 Type of ownership:

- ☐ J.T.W.R.O.S. *Complete Section 6*
☐ INDIVIDUAL *Complete Section 6*
☐ PARTNERSHIP *Complete Section 6*
☒ CORPORATION *Complete Section 7*
☐ LIMITED LIABILITY CO. *Complete Section 7*
☐ CLUB *Complete Section 8*
☐ GOVERNMENT *Complete Section 10*
☐ TRUST *Complete Section 6*
☐ OTHER Explain _____

SECTION 3 Type of license and fees

LICENSE #:

1. Type of License: 10 - Beer & Wine Store 2. Total fees attached: \$

Department Use Only

APPLICATION FEE AND INTERIM PERMIT FEES (IF APPLICABLE) ARE NOT REFUNDABLE.

The fees allowed under A.R.S. 44-6852 will be charged for all dishonored checks.

SECTION 4 Applicant

1. Owner/Agent's Name: Mr. Lewkowitz Andrea Dahlman
 (Insert one name ONLY to appear on license) Last First Middle
 2. Corp./Partnership/L.L.C.: Harry and David, Inc. B1056227
 (Exactly as it appears on Articles of Inc. or Articles of Org.)
 3. Business Name: Harry & David B1044094
 (Exactly as it appears on the exterior of premises)
 4. Principal Street Location 7014 E. Camelback Rd., Suite 1250 Scottsdale Maricopa 85251
 (Do not use PO Box Number) City County Zip
 5. Business Phone: (480) 947-5459 Daytime Contact: (602) 200-7222
 6. Is the business located within the incorporated limits of the above city or town? ☒ YES ☐ NO
 7. Mailing Address: 2600 N. Central Ave., Suite 1775 Phoenix AZ 85004
 City State Zip
 8. Enter the amount paid for a bar, beer and wine, or liquor store license \$ _____ (Price of License only)

DEPARTMENT USE ONLY

Fees: 100.00 Application 72.00 Interim Permit 172.00 Agent Change Club Finger Prints \$
TOTAL OF ALL FEES

Is Arizona Statement of Citizenship & Alien Status For State Benefits complete? ☒ YES ☐ NO

Accepted by: Om Date: 5-18-10 Lic. # 10076060

SECTION 5 Interim Permit:

1. If you intend to operate business when your application is pending you will need an Interim Permit pursuant to A.R.S. 4-203.01.
2. There **MUST** be a valid license of the same type you are applying for currently issued to the location.
3. Enter the license number currently at the location. _____
4. Is the license currently in use? ☐ YES ☐ NO If no, how long has it been out of use? _____

ATTACH THE LICENSE CURRENTLY ISSUED AT THE LOCATION TO THIS APPLICATION.

I, _____, declare that I am the CURRENT OWNER, AGENT, CLUB MEMBER, PARTNER,
(Print full name)
MEMBER, STOCKHOLDER, OR LICENSEE (circle the title which applies) of the stated license and location.

State of _____ County of _____

X _____
(Signature)

The foregoing instrument was acknowledged before me this

My commission expires on: _____

_____ day of _____, _____
Day Month Year

(Signature of NOTARY PUBLIC)

SECTION 6 Individual or Partnership Owners:

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$24 PROCESSING FEE FOR EACH CARD.

1. Individual:

Last	First	Middle	% Owned	Mailing Address	City	State	Zip

Partnership Name: (Only the first partner listed will appear on license) _____

General-Limited	Last	First	Middle	% Owned	Mailing Address	City	State	Zip
<input type="checkbox"/> <input type="checkbox"/>								
<input type="checkbox"/> <input type="checkbox"/>								
<input type="checkbox"/> <input type="checkbox"/>								
<input type="checkbox"/> <input type="checkbox"/>								

(ATTACH ADDITIONAL SHEET IF NECESSARY)

2. Is any person, other than the above, going to share in the profits/losses of the business? ☐ YES ☐ NO
If Yes, give name, current address and telephone number of the person(s). Use additional sheets if necessary.

Last	First	Middle	Mailing Address	City, State, Zip	Telephone#

SECTION 7 Corporation/Limited Liability Co.:

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$24 PROCESSING FEE FOR EACH CARD.

☒ CORPORATION *Complete questions 1, 2, 3, 5, 6, 7, and 8.*

☐ L.L.C. *Complete 1, 2, 4, 5, 6, 7, and 8.*

1. Name of Corporation/L.L.C.: Harry and David, Inc. ^{10 MAY 21 11:47 AM '20}
(Exactly as it appears on Articles of Incorporation or Articles of Organization)
2. Date Incorporated/Organized: 9/28/1945 State where Incorporated/Organized: OREGON
3. AZ Corporation Commission File No.: F-1409317-8 Date authorized to do business in AZ: 12/04/2007
4. AZ L.L.C. File No.: _____ Date authorized to do business in AZ: _____
5. Is Corp./L.L.C. Non-profit? ☐ YES ☒ NO
6. List all directors, officers and members in Corporation/L.L.C.:

Last	First	Middle	Title	Mailing Address	City	State	Zip
See Attached							

(ATTACH ADDITIONAL SHEET IF NECESSARY)

7. List stockholders who are controlling persons or who own 10% or more:

Last	First	Middle	% Owned	Mailing Address	City	State	Zip
See Attached							

(ATTACH ADDITIONAL SHEET IF NECESSARY)

8. If the corporation/L.L.C. is owned by another entity, attach a percentage of ownership chart, and a director/officer/member disclosure for the parent entity. Attach additional sheets as needed in order to disclose personal identities of all owners.

SECTION 8 Club Applicants:

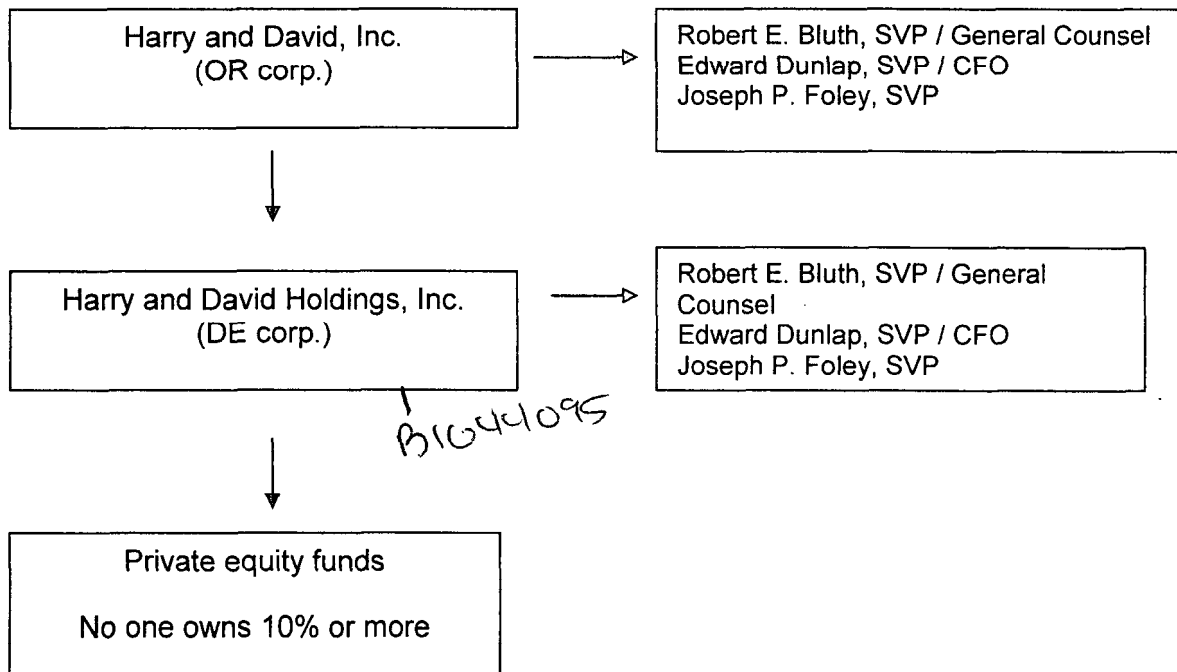
EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$24 PROCESSING FEE FOR EACH CARD.

1. Name of Club: _____ Date Chartered: _____
(Exactly as it appears on Club Charter or Bylaws) (Attach a copy of Club Charter or Bylaws)
2. Is club non-profit? ☐ YES ☐ NO
3. List officer and directors:

Last	First	Middle	Title	Mailing Address	City	State	Zip

(ATTACH ADDITIONAL SHEET IF NECESSARY)

10 MAY 21 11:41 AM '20



NOV-20-2007 12:07PM FROM-ACCUSEARCH, INC

602 248 6821

AZ Corp. Commission



02233023

 NOV-18-2007 03:10PM
 AZ CORPORATION COMMISSION
 FILED
 Ltr. Lic. 03 00 20

DO NOT FURNISH THIS SECTION

1. The corporate name must comply with the provisions of the Arizona Corporation Code which may be "corporation," "association," "company," "fund," "trust," "partnership" or an abbreviation of any of these words. If you are the holder or assignee of a trademark or trade name, attach a Trade Name Certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be recorded by the corporation Secretary.

3. You must provide the total details in years for which your corporation was formed to endure. If perpetual corporation, so indicate in this section. Do not leave blank, or state "not applicable."

4. The secretary must provide a street address. If the secretary has a P.O. box, then the form also provide a physical street address/location.

 CF-Form
 Form 1000005

NOV 20 2007

APPLICATION FOR AUTHORITY

 TO TRANSACT BUSINESS
 IN ARIZONA

Pursuant to A.R.S. Title 10, Chapter 15 and 38

 The name of the corporation is Harry and David Inc.

 A(n) Corporation
 (State, Province or Country)

II. We are a foreign corporation applying for authority to transact business in the state of Arizona.

1. The exact name of the foreign corporation is:

Harry and David Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

 2. The name of the state, province or country in which the foreign corporation is incorporated is: Oregon

 3. The foreign corporation was incorporated on the 28 day of September 1945 and the period of its duration is perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

2500 South Pacific HighwayMedford, OR 97501-8726

5. The name and street address of the secretary agent for the foreign corporation in Arizona is:

Corporation Service Company2538 W. Royal Palm Road, Suite JPhoenix, AZ 85021
 AZ CORPORATION COMMISSION
 FILED

NOV 18 2007

FILE NO. F-1409317-8
 Arizona Corporation
 Commission

RECEIVED

NOV 29 2007

 ARIZONA CORP COMMISSION
 CORPORATIONS DIVISION

NOV-20-2007 12:07PM FROM-ACCURESEARCH, INC

B02 240 B021

T-852 P.004

F-184

*10 MAY 21 Ltr. Lic. AM 9 20

APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS IN ARIZONA

Pursuant to A.R.S. Title 10, Chapter 15 and 38

DO NOT PUBLISH THIS SECTION

5. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trademark or trade name, attach a Trade Name Certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

6. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

7. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a physical street address location.

CP-0024
Rev. 10/2005

The name of the corporation is: Harry and David Inc.

A(n) Oregon Corporation
(State, Province or Country)

☒ We are a foreign corporation applying for authority to transact business in the state of Arizona.

1. The exact name of the foreign corporation is:

Harry and David Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN)

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Oregon

3. The foreign corporation was incorporated on the 28 day of September 1945 and the period of its duration is Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

2500 South Pacific Highway

Medford, OR 97501-8724

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

Corporation Service Company

2338 W. Royal Palm Road, Suite J

Phoenix, AZ 85021

Arizona Corporation Commission
Corporations Division

NOV-21-2007 12:07PM

FROM-ACCUSEARCH, INC

002 240 0821

Y-052 P.005

F-154

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**DO NOT PUBLISH
THIS SECTION**

5.b. Indicate to which address the Annual Report should be mailed.

6. If the purpose of your corporation has any limitations please indicate. If not, state no limitations or leave blank.

8. The total number of authorized shares cannot be ASR or AN/A. Include authorized, not issued shares in this section.

CF:0024
Rev: 10/2000

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 X or 5a.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

Name _____

7. The names and business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: See attached officers/directors rider (title)

Address: _____

City, State, Zip _____

Name: _____ (title)

Address: _____

City, State, Zip _____

Name: _____ (title)

Address: _____

City, State, Zip _____

8. The foreign corporation is authorized to issue 10,000 shares, described as follows: (Attach additional sheets if necessary.)

10,000 shares of Common [class or series] stock at
X no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

Arizona Corporation Commission
Corporations Division

NOV-28-2007 12:07PM FROM:ACUSEARCH, INC

002 248 0021

T-892 P.008

P-164

'10 MAY 21 11:47. LIT. AM 9:20

HARRY AND DAVID, Inc. an Oregon Corporation
 2500 South Pacific Hwy.
 Medford, OR 97501

Directors

William H. Williams
 Stephen V. O'Connell

Officers

William H. Williams
 Stephen V. O'Connell

Cathy J. Fuhtineer
 William J. Ihle
 Rudd C. Johnson
 Peter D. Kratz
 James A. Bell
 Robert E. Bluth
 Donald L. Cato
 Stephen C. Dow
 Joseph P. Foley
 James J. Scambellone
 Gregg A. Wilson
 Phillip W. Young
 Anne Ashbey
 Shannon A. Bell
 Sheila C. Chambers
 Jefferson B. Dunn
 Bradford G. Emrick
 Philip K. Littleton
 Matthew D. Mitchell
 Douglas G. Nash
 Mary E. Pittman
 Kathryn Sharp
 Stephen F. Sirianri
 Dealse Tedaldi
 Kristen M. Winter
 Michael C. Zadow

President and Chief Executive Officer
 Executive Vice President, Chief Financial Officer and
 Chief Administrative Officer
 Executive Vice President, Sales and Marketing
 Executive Vice President, Corporate Relations
 Executive Vice President, Human Resources
 Executive Vice President, Operations
 Senior Vice President, Finance and Planning
 Senior Vice President, General Counsel and Secretary
 Senior Vice President & General Manager, Customer Operations
 Senior Vice President, Customer Operations, Western Region
 Senior Vice President & Chief Information Officer
 Senior Vice President, Tax
 Senior Vice President, Customer Operations, Eastern Region
 Senior Vice President & General Manager, Direct Marketing
 Vice President, Internet Marketing
 Vice President & Controller
 Vice President, Product Design
 Vice President, Sales and Marketing Systems
 Vice President, Tax
 Vice President, Corporate Logistics
 Vice President, Wholesale
 Vice President, Assistant General Counsel & Assistant Secretary
 Vice President, Procurement & Product Development Administration
 Vice President, Income Tax
 Vice President, Direct Marketing Planning
 Vice President, Merchandising
 Vice President, Medford Call Center
 Vice President, Catalog Marketing

NOV-26-2007 12:07PM FROM-ACCUSEARCH, INC

602 248 0821

T-692 P.037

F-164

**DO NOT PUBLISH
THIS SECTION**9. The total number
of issued shares
cannot be blank.

The Application
must be
accompanied by
the following:
QA Certificate of
Disclosure,
executed within
30 days of delivery
to the Commission,
by a duly
authorized officer

QA certified copy
of your articles of
incorporation, all
amendments and
mergers (AZ
Const. Art. XIV,
'8) and a
certificate of
existence or
document of
similar import duly
authenticated
(within 60 days) by
the official having
custody of
corporate records
in the state,
province or country
under whose laws
the corporation is
incorporated.

The agent must
consent to the
appointment by
executing the
consent.

10 MAY 21 11:49 AM 9:20
9. The foreign corporation has issued 1,000 shares, itemized as follows:
1,000 shares of Common (class or series) stock at
X no par value or par value of \$_____ per share.
_____ shares of _____ (class or series) stock at
_____ no par value or par value of \$_____ per share.
_____ shares of _____ (class or series) stock at
_____ no par value or par value of \$_____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Retail salesDated this 12th day of November, 2007

Executed by



Duly Authorized Officer or Director

Kathryn Sharp, Vice President

(print name)

(title)

PHONE 541-864-3125 3857

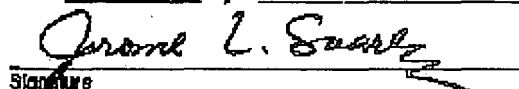
(optional)

FAX 541-864-8895 3377

(optional)

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation

effective this 15th day of November, 2007

Signature

Jerome L. Suarez, Assistant Secretary

(Print Name)

Corporation Service Company

(If signing on behalf of a company serving as
statutory agent, print company name here)CF:0024
Rev: 10/2006Arizona Corporation Commission
Corporations Division

NOV-20-2007 12:08PM FROM-ACCUSEARCH, INC

002 240 0921

T-862 P.008

F-184

*10 MAY 21 Ltr. Lic. AM 9 20

PROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. §10-202. (D).

Harry and David, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or restraint in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be disclosed:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 5. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, |
| 3. Present home address. | date and location, the court and public agency involved and file |
| 4. Prior addresses (for immediate preceding 7-year period). | or case number of case. |
| 5. Date and location of birth. | |

C. Has any person serving as an officer, director, trustee, incorporator or holder of over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy, receivership or charter revocation of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|---|
| 1. Name and address of the corporation. | 3. State(s) in which the corporation: |
| 2. Full name (including aliases) and address of each person involved. | (a) Was incorporated. (b) Has transacted business. |
| | 4. Dates of corporate operation. |
| | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is November 30

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that (we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Kathryn Sharp BY _____

PRINT NAME Kathryn Sharp PRINT NAME _____

TITLE Vice President DATE November 23, 2007 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CP: 0022 - Business Corporations
Rev: 10/2006

Arizona Corporation Commission
Corporations Division

NOV-21-2007 12:05PM

FROM-ACCUSEARCH, INC

E02 208 0821

T-882 P.008

F-164

*10 MAY 21 Ltr. Lic. AM 9 20

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

HARRY AND DAVID

was

incorporated

under the Oregon

Business Corporation Act

on

September 28, 1945

and is active on the records of the Corporation Division as of
the date of this certificate.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State

By

Debra L. Virag

Debra L. Virag

November 9, 2007

Come visit us on the Internet at <http://www.filinginoregon.com>
FAX (503) 376-4371

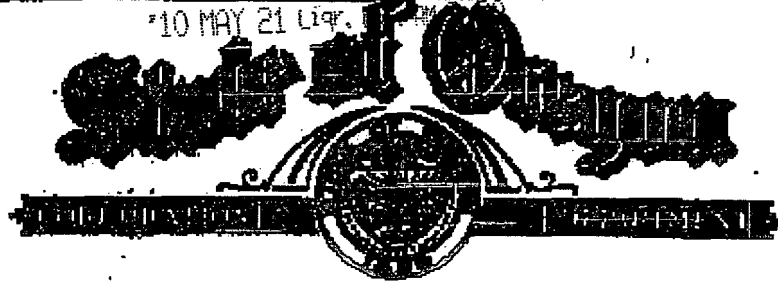
1201

NOV-29-2007 12:00PM FROM-ACCUSEARCH, INC

002 840 0021

T-252 P.011/020 F-184

10 MAY 21 1997



Certificate of Filing Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas **ARTHUR A. MOORE, EMERY L. MOORE, and E. P. JAMES**

having presented Articles for a Corporation organized and formed for profit under and pursuant to the Laws of the State of Oregon, and paid the organization and annual license fees in accordance with the Corporation Laws of the said state, pending for the Recording of Domestic Corporations:

DALE, CHRISTOPHER, E. MARSH, JR. Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY that said Articles of Incorporation have been filed in the office of the Corporation Commissioner, and the same entered by said corporation in

BOOK NO. 2212

the design **PERSONAL** / the corporation, business, pursuit or occupation in which this corporation proposes to engage is as follows:

(a) To carry on a General Trading business in all its branches and sell, lease, handle, store, warehouse, ship, traffic in, and otherwise deal in and with farm and orchard products, manufactured products and all kinds of goods, wares, merchandise and property both at retail and wholesale and as a broker or dealer.

(b) To engage in the business of packing, preserving, freezing, drying, pickling, storing, warehousing, shipping and otherwise handling and dealing in same, wares and other products.

(c) To buy, sell, own, contract for, hold, manage, lease, improve, develop, farm, cultivate and operate lands, farms, orchards and other properties and to engage in and conduct all kinds of farming, stockraising, horticultural, viticultural and floricultural pursuits, enterprises and businesses, and any business enterprise and pursuit incidental thereto.

(d) To engage in the business of advertising in all of its branches and to advertise for all purposes incidental to or in connection with any of the purposes herein set forth.

SECTION 9 Probate, Will Assignment or Divorce Decree of an existing Bar or Liquor Store License:

1. Current Licensee's Name: _____
(Exactly as it appears on license) Last First Middle
2. Assignee's Name: _____
Last First Middle
3. License Type: _____ License Number: _____ Date of Last Renewal: _____
4. ATTACH TO THIS APPLICATION A CERTIFIED COPY OF THE WILL, PROBATE DISTRIBUTION INSTRUMENT, OR DIVORCE DECREE THAT SPECIFICALLY DISTRIBUTES THE LIQUOR LICENSE TO THE ASSIGNEE TO THIS APPLICATION.

SECTION 10 Government: (for cities, towns, or counties only)

1. Governmental Entity: _____
2. Person/designee: _____
Last First Middle Contact Phone Number

A SEPARATE LICENSE MUST BE OBTAINED FOR EACH PREMISES FROM WHICH SPIRITUOUS LIQUOR IS SERVED.

SECTION 11 Person to Person Transfer:

Questions to be completed by CURRENT LICENSEE (Bars and Liquor Stores ONLY-Series 06,07, and 09).

1. Current Licensee's Name: _____ Entity: _____
(Exactly as it appears on license) Last First Middle (Indiv., Agent, etc.)
2. Corporation/L.L.C. Name: _____
(Exactly as it appears on license)
3. Current Business Name: _____
(Exactly as it appears on license)
4. Physical Street Location of Business: Street _____
City, State, Zip _____
5. License Type: _____ License Number: _____
6. Current Mailing Address: _____
(Other than business) Street _____
City, State, Zip _____
7. Have all creditors, lien holders, interest holders, etc. been notified of this transfer? ☐ YES ☐ NO
8. Does the applicant intend to operate the business while this application is pending? ☐ YES ☐ NO If yes, complete Section 5 of this application, attach fee, and current license to this application.
9. I, _____, hereby authorize the department to process this application to transfer the
(print full name)
privilege of the license to the applicant, provided that all terms and conditions of sale are met. Based on the fulfillment of these conditions, I certify that the applicant now owns or will own the property rights of the license by the date of issue.
- I, _____, declare that I am the CURRENT OWNER, AGENT, MEMBER, PARTNER
(print full name)
STOCKHOLDER, or LICENSEE of the stated license. I have read the above Section 11 and confirm that all statements are true, correct, and complete.

X _____
(Signature of CURRENT LICENSEE)

State of _____ County of _____
The foregoing instrument was acknowledged before me this

_____ day of _____
Day Month Year

My commission expires on: _____

(Signature of NOTARY PUBLIC)

SECTION 12 Location to Location Transfer: (Bars and Liquor Stores ONLY)

APPLICANTS CANNOT OPERATE UNDER A LOCATION TRANSFER UNTIL IT IS APPROVED BY THE STATE.

1. Current Business: Name 10 MAY 21 LIQ. LIC. #1920
(Exactly as it appears on license) Address _____
2. New Business: Name _____
(Physical Street Location) Address _____
3. License Type: _____ License Number: _____
4. What date do you plan to move? _____ What date do you plan to open? _____

SECTION 13 Questions for all in-state applicants excluding those applying for government, hotel/motel, and restaurant licenses (series 5, 11, and 12):

A.R.S. § 4-207 (A) and (B) state that no retailer's license shall be issued for any premises which are at the time the license application is received by the director, within three hundred (300) horizontal feet of a church, within three hundred (300) horizontal feet of a public or private school building with kindergarten programs or grades one (1) through (12) or within three hundred (300) horizontal feet of a fenced recreational area adjacent to such school building. The above paragraph DOES NOT apply to:

- a) Restaurant license (§ 4-205.02) c) Government license (§ 4-205.03)
b) Hotel/motel license (§ 4-205.01) d) Fenced playing area of a golf course (§ 4-207 (B)(5))

1. Distance to nearest school: 898 ft. Name of school Iowa Central
Address 6900 E Camelback Rd # B270 Scottsdale, AZ 85251
City, State, Zip
2. Distance to nearest church: 1,795 ft. Name of church Christian Science First Church
Address 4301 N Winfield Scott Plz, Scottsdale, AZ 85251
City, State, Zip
3. I am the: ☒ Lessee ☐ Sublessee ☐ Owner ☐ Purchaser (of premises)
4. If the premises is leased give lessors: Name Scottsdale Fashion Square LLC
Address 7014 East Camelback Road Scottsdale, AZ 85251
City, State, Zip
- 4a. Monthly rental/lease rate \$ 22,186.72 What is the remaining length of the lease 2 yrs. 7 mos.
- 4b. What is the penalty if the lease is not fulfilled? \$ _____ or other termination
(give details - attach additional sheet if necessary)
5. What is the total **business** indebtedness for this license/location excluding the lease? \$ 0
Please list debtors below if applicable.

Last	First	Middle	Amount Owed	Mailing Address	City	State	Zip

(ATTACH ADDITIONAL SHEET IF NECESSARY)

6. What type of business will this license be used for (be specific)? Retail

SECTION 13 - continued

7. Has a license or a transfer license for the premises on this application been denied by the state within the past one (1) year?
☐ YES ☒ NO If yes, attach explanation.
8. Does any spirituous liquor manufacturer, wholesaler, or employee have any interest in your business? ☐ YES ☒ NO
9. Is the premises currently licensed with a liquor license? ☐ YES ☒ NO If yes, give license number and licensee's name:

License # _____ (exactly as it appears on license) Name _____

SECTION 14 Restaurant or hotel/motel license applicants:

1. Is there an existing restaurant or hotel/motel liquor license at the proposed location? ☐ YES ☐ NO
If yes, give the name of licensee, Agent or a company name:

_____ and license #: _____
Last First Middle

2. If the answer to Question 1 is YES, you may qualify for an Interim Permit to operate while your application is pending; consult A.R.S. § 4-203.01; and complete SECTION 5 of this application.
3. All restaurant and hotel/motel applicants must complete a Restaurant Operation Plan (Form LIC0114) provided by the Department of Liquor Licenses and Control.
4. As stated in A.R.S. § 4-205.02.G.2, a restaurant is an establishment which derives at least 40 percent of its gross revenue from the sale of food. Gross revenue is the revenue derived from all sales of food and spirituous liquor on the licensed premises. By applying for this ☐ hotel/motel ☐ restaurant license, I certify that I understand that I must maintain a minimum of 40 percent food sales based on these definitions and have included the Restaurant Hotel/Motel Records Required for Audit (form LIC 1013) with this application.

applicant's signature


As stated in A.R.S. § 4-205.02 (B), I understand it is my responsibility to contact the Department of Liquor Licenses and Control to schedule an inspection when all tables and chairs are on site, kitchen equipment, and, if applicable, patio barriers are in place on the licensed premises. With the exception of the patio barriers, these items are not required to be properly installed for this inspection. Failure to schedule an inspection will delay issuance of the license. If you are not ready for your inspection 90 days after filing your application, please request an extension in writing, specify why the extension is necessary, and the new inspection date you are requesting. To schedule your site inspection visit www.azliquor.gov and click on the "Information" tab.

applicants initials

SECTION 15 Diagram of Premises: (Blueprints not accepted, diagram must be on this form)

1. Check ALL boxes that apply to your business:
- | | | |
|---|--|--|
| <input checked="" type="checkbox"/> Entrances/Exits | <input checked="" type="checkbox"/> Liquor storage areas | Patio: <input type="checkbox"/> Contiguous |
| <input type="checkbox"/> Service windows | <input type="checkbox"/> Drive-in windows | <input type="checkbox"/> Non Contiguous |
2. Is your licensed premises currently closed due to construction, renovation, or redesign? ☐ YES ☒ NO
If yes, what is your estimated opening date? _____
month/day/year
3. Restaurants and hotel/motel applicants are required to draw a detailed floor plan of the kitchen and dining areas including the locations of all kitchen equipment and dining furniture. Diagram paper is provided on page 7.
4. The diagram (a detailed floor plan) you provide is required to disclose only the area(s) where spirituous liquor is to be sold, served, consumed, dispensed, possessed, or stored on the premises unless it is a restaurant (see #3 above).
5. Provide the square footage or outside dimensions of the licensed premises. Please do not include non-licensed premises, such as parking lots, living quarters, etc.

As stated in A.R.S. § 4-207.01(B), I understand it is my responsibility to notify the Department of Liquor Licenses and Control when there are changes to boundaries, entrances, exits, added or deleted doors, windows or service windows, or increase or decrease to the square footage after submitting this initial drawing.


applicants initials

SECTION 15 Diagram of Premises

4. In this diagram please show only the area where spirituous liquor is to be sold, served, consumed, dispensed, possessed or stored. It must show all entrances, exits, interior walls, bars, bar stools, hi-top tables, dining tables, dining chairs, the kitchen, dance floor, stage, and game room. Do not include parking lots, living quarters, etc. When completing diagram, North is up ↑.

If a legible copy of a rendering or drawing of your diagram of premises is attached to this application, please write the words "diagram attached" in box provided below.

Diagram Attached

SECTION 16 Signature Block

I, Andrea Dahlman Lewkowitz, hereby declare that I am the OWNER/AGENT filing this application as stated in Section 4, Question 1. I have read this application and verify all statements to be true, correct and complete.

X

(signature of applicant listed in Section 4, Question 1)

State of Arizona County of Maricopa

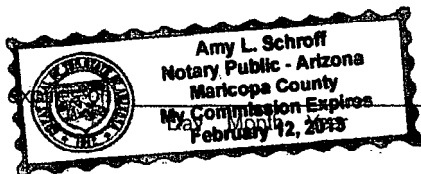
The foregoing instrument was acknowledged before me this

18 of May, 2010

Day Month Year

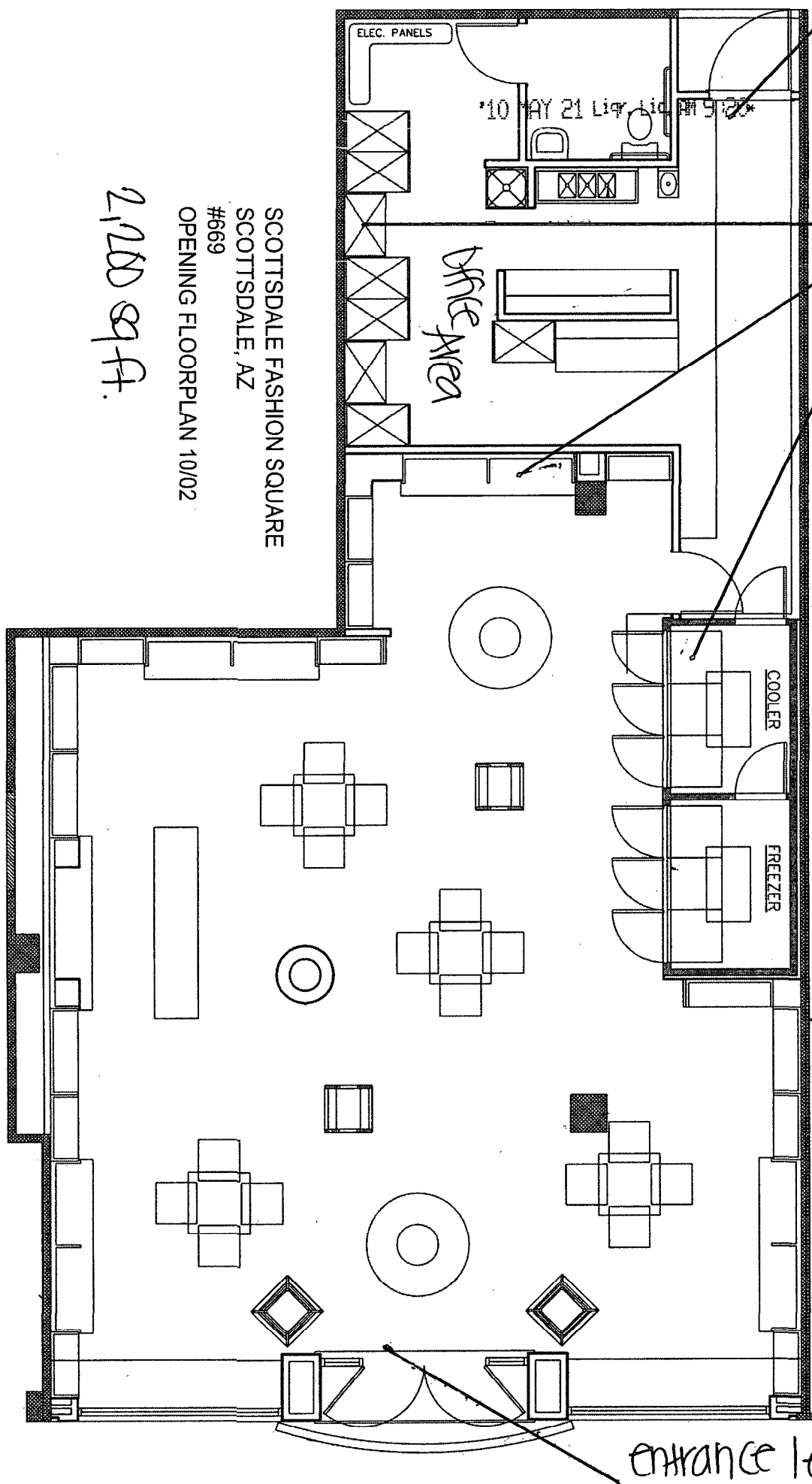
Amy L. Schreff
signature of NOTARY PUBLIC

My commission expires



Liquor
Storage

entrance | exit



2,250 sq ft.

SCOTTSDALE FASHION SQUARE
SCOTTSDALE, AZ
#669
OPENING FLOORPLAN 10/02



HARRY & DAVID

Robert E. Bluth
Senior Vice President and
General Counsel
(541) 864-2525
(541) 864-2189 FAX
bbluth@harryanddavid.com

April 19, 2010

Arizona Corporation Commission

RE: Harry and David Officer List (AzCC File #F-1409317-8)

To Whom It May Concern:

The following are the Director and Officers of Harry and David, an Oregon corporation:

Directors

Steven J. Heyer

Officers

Steven J. Heyer

Ross A. Klein

Drew H. Reifenberger

Jane Terker Perelman

Peter D. Kratz

William J. Ihle

Robert E. Bluth

Stephen C. Dow

Edward F. Dunlap

Joseph P. Foley

Thomas S. Forsythe

Gregg A. Wilson

James C. Hayek

Steve P. Bechwar

Elizabeth M. Chang

Bernie R. Colpitts

Edward A. Cushman

Jefferson B. Dunn

Stanton W. Durham

Mark F. Emphasis

Larry F. Garrison

Nicole R. Hernandez

Perry A. Higgins

Scott E. Huddleston

Phillip K. Littleton

Jason Morgan Malone

Douglas G. Nash

Mary E. Pittman

Victor J. Reinhold

Steve E. Roesler

James W. Smekal

Benjamin A. Smith

Chairman and Chief Executive Officer

Executive Vice President, Chief Brand Officer

Executive Vice President, Chief Customer Officer

Executive Vice President, Chief Merchandising Officer

Executive Vice President, Operations & Wholesale

Executive Vice President, Corporate Relations

Senior Vice President, General Counsel and Secretary

Senior Vice President, Customer Relations, Western Division

Senior Vice President, CFO

Senior Vice President & General Manager, Stores

Senior Vice President, Production

Senior Vice President, Customer Operations, Eastern Distribution

Senior Vice President, Employee Relations

Vice President, Business Sales

Vice President, Production Services

Vice President, Controller & Chief Accounting Officer

Vice President, Cushman's

Vice President, Marketing and E-Commerce Operations

Vice President, Eastern Distribution

Vice President, Finance, Marketing Finance

Vice President, Assembly

Vice President, Compensation and Benefits

Vice President, Quality Control

Vice President, Multi-Channel Marketing

Vice President, Corporate Logistics

Vice President, Bakery Candy Kitchen

Vice President, Assistant General Counsel & Assistant Secretary

Vice President, Procurement and Product Development

Vice President, Eastern Stores/Wholesale Distribution

Vice President, Western Warehouse Operations

Vice President, Merchandising

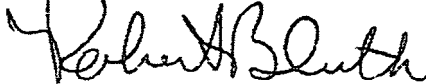
Vice President, Corporate Finance

Mark E. Smith
Peter B. Thorton
Melissa Watson

Vice President, Systems Performance
Vice President, Marketing and E-Commerce
Vice President, Direct Marketing

Accompanying this letter is a Secretary's Certificate certifying the list.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert E. Bluth". The signature is fluid and cursive, with the first name "Robert" and last name "Bluth" clearly distinguishable.

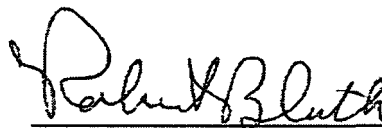
Robert E. Bluth

'10 MAY 21 Lique. Lic. AM 9 20

SECRETARY'S CERTIFICATE

I, Robert E. Bluth, do hereby certify that I am the duly elected and qualified Senior Vice President, General Counsel and Secretary of Harry and David (hereinafter called "the Corporation"), being duly organized and existing under the laws of the State of Oregon. I hereby certify that the attached list of Harry and David Corporate Officers is current as of the date of this certificate.

DATED AS OF: April 19, 2010.

A handwritten signature in black ink, appearing to read "Robert E. Bluth", written over a horizontal line.

Robert E. Bluth – Secretary
HARRY AND DAVID

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
 Phoenix, AZ 85007-2934
 www.azliquor.gov
 (602) 542-5141

QUESTIONNAIRE

Attention all Local Governing Bodies: Social Security and Birthdate Information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK.
 An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD WHICH MAY BE OBTAINED AT DLLC. FINGERPRINTING MUST BE DONE BY A BONA FIDE LAW ENFORCEMENT AGENCY OR A FINGERPRINTING SERVICE APPROVED BY DLLC. THE DEPARTMENT DOES NOT PROVIDE THIS SERVICE.

Effective 10/01/07 there is a \$24.00 processing fee for each fingerprint card submitted.

Liquor License #

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

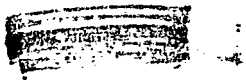
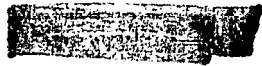
- (If the location is currently licensed)
1. Check appropriate box → ☐ Controlling Person (Complete Questions 1-19) ☒ Agent (Complete All Questions except # 14, 14a & 21) Controlling Person or Agent must complete #21 for a Manager
2. Name: LEWKOWITZ ANDREA DAHLMAN Date of Birth: [REDACTED]
 Last First Middle (NOT a public record)
3. Social Security Number: [REDACTED] Drivers License: [REDACTED] State: Arizona
 (NOT a public record) (NOT a public record)
4. Place of Birth: MANKATO, MN USA Height: 5'8 Weight: 135 Eyes: Hzl Hair: Blonde
 City State Country (not county)
5. Marital Status ☐ Single ☒ Married ☐ Divorced ☐ Widowed Daytime Contact Phone: 602-200-7222 [REDACTED]
6. Name of Current or Most Recent Spouse: LEWKOWITZ, HAROLD, JEROME, N/A Date of Birth: [REDACTED]
 (List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)
7. You are a bona fide resident of what state? Arizona If Arizona, date of residency: 4/1961
8. Telephone number to contact you during business hours for any questions regarding this document. 602-200-7222
9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.
10. Name of Licensed Premises: Harry & David Premises Phone: 480-947-5459
11. Physical Location of Licensed Premises Address: 704 E Camelback Rd, Suite 1250, Scottsdale, Maricopa
 Street Address (Do not use PO Box #) City County Zip 85251
12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
4/2009	CURRENT	ATTORNEY	Lewkowitz Law, 2600 N Central Ave, #1775, PHOENIX, AZ 85004
12/2003	4/2009	ATTORNEY	Lewkowitz Law, 3101 N Central Ave, #200, PHOENIX, AZ 85012

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION ↓

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	Residential Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
10/2002	CURRENT	Own	5745 N 25th STREET	Phoenix	AZ	85016




If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises? ☐ YES ☒ NO
If you answered YES, how many hrs/day? 10 hrs and answer #14b below. If NO, skip to #15.
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. ☐ YES ☐ NO
15. Have you been convicted, fined, ordered to deposit bail, imprisoned, placed on probation or parole, had to post bond or had sentence suspended for any violation of ANY law or ordinance within the past ten (10) years (include only traffic violations that were alcohol and/or drug related)? ☐ YES ☒ NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? ☐ YES ☒ NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? ☐ YES ☒ NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? ☐ YES ☒ NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? ☐ YES ☒ NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.
Give complete details including dates, agencies involved, and dispositions.

SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

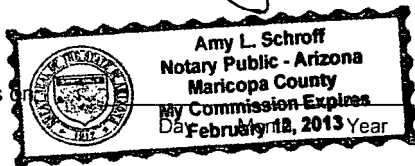
20. I, Andrea Dahlman Lewkowitz, hereby declare that I am the APPLICANT/REPRESENTATIVE
(print full name of Applicant)
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

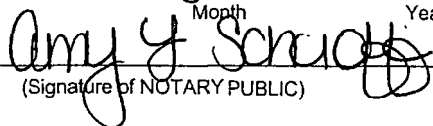
x 
(Signature of Applicant)

State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this
18 day of May, 2010
Month Year

My commission expires




(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT
APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.
The manager named must be at least 21 years of age.

State of _____ County of _____

The foregoing instrument was acknowledged before me this

x _____ day of _____, _____ Year
Signature of Controlling Person or Agent (circle one) Month

(Signature of NOTARY PUBLIC)

Print Name

My commission expires on: _____
Day Month Year

LEWKOWITZ
LAW OFFICE PLC

2600 North Central Avenue
Suite 1775
Phoenix, Arizona 85004

Andrea D. Lewkowitz
H.J. Lewkowitz

T. 602.200.7222
F. 602.200.7234
andrea@lewkowitzlaw.com

May 18, 2010

Connie Wagner, Director of Licensing
Department of Liquor Licensing & Control
800 West Washington Street, 5th Floor
Phoenix, Arizona 85007

Re: Alien Status Form and Passport

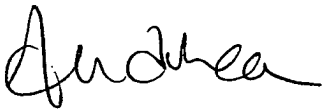
Dear Connie:

My completed Alien Status form and a copy of my passport are on file at the Arizona Department of Liquor Licenses and Control.

If you require more information from me, please call.

Thank you.

Sincerely,



Andrea D. Lewkowitz

ADL/als

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
 Phoenix, AZ 85007-2934
 (602) 542-5141

QUESTIONNAIRE

D1047544

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK.
 An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD WHICH MAY BE OBTAINED AT DLCC. FINGERPRINTING MUST BE DONE BY A BONA FIDE LAW ENFORCEMENT AGENCY OR A FINGERPRINTING SERVICE APPROVED BY DLCC. THE DEPARTMENT DOES NOT PROVIDE THIS SERVICE.

Effective 10/01/07 there is a \$24.00 processing fee for each fingerprint card submitted.

Liquor License #

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

(If the location is currently licensed)

1. Check appropriate box → ☒ Controlling Person (Complete Questions 1-19) ☐ Agent (Complete All Questions except # 14, 14a & 21) ☐ Manager (Only) (Complete All Questions except # 14, 14a & 21)
 Controlling Person or Agent must complete #21 for a Manager

2. Name: Dunlap Edward Francis Date of Birth: [REDACTED] (NOT a Public Record)

3. Social Security Number: [REDACTED] Drivers License: [REDACTED] State: Oregon (NOT a public record)

4. Place of Birth: Richmond, VA USA Height: 6'0 Weight: 170 Eyes: Brn Hair: Red
 City State Country (not county)

5. Marital Status ☒ Single ☐ Married ☐ Divorced ☐ Widowed Daytime Contact Phone: 541-864-2524

6. Name of Current or Most Recent Spouse: [REDACTED] Date of Birth: [REDACTED] (NOT a public record)
 (List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden

7. You are a bona fide resident of what state? Oregon If Arizona, date of residency: [REDACTED]

8. Telephone number to contact you during business hours for any questions regarding this document. 541-864-2524

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Harry & David Premises Phone: 480-947-5459

11. Physical Location of Licensed Premises Address: 7014 E. Camelback Rd., Suite 1250, Scottsdale, Maricopa 85251
 Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
8/2009	CURRENT	CFO	Harry and David, 2500 S. Pacific Hwy, Medford, OR 97501
5/2005	8/2009	CFO	Shaklee, 4747 Willow Rd, Pleasanton, CA 94588

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION ↓

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENCE Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
2/2010	CURRENT	Rent	2441 Highgate St #4	Medford	OR	97501
5/2005	2/2010	Own	6529 Liggett Drive	Oakland	CA	94611

If you checked the Manager box on the front of this form skip to # 15

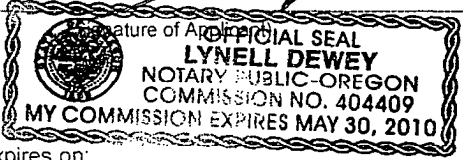
14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?
If you answered YES, how many hrs/day? 10 hrs/day ~~14a below~~ If NO, skip to #15. ☐ YES ☒ NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. ☐ YES ☒ NO
15. Have you been detained, cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years (include only traffic violations that were alcohol and/or drug related)? ☐ YES ☒ NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? ☐ YES ☒ NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? ☐ YES ☒ NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? ☐ YES ☒ NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? ☐ YES ☒ NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.
Give complete details including dates, agencies involved, and dispositions.

SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

20. I, Edward F. Dunlap, hereby declare that I am the APPLICANT/REPRESENTATIVE
(print full name of Applicant)
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

x Edward F. Dunlap



My commission expires on: Day 5 Month 30 Year 2010

State of Oregon County of Jackson

The foregoing instrument was acknowledged before me this
17th day of May, 2010
Month Year

Lynell Dewey
(Signature of NOTARY PUBLIC)

COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT
APPROVING A MANAGER'S APPLICATION

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.
The manager named must be at least 21 years of age.

State of _____ County of _____

The foregoing instrument was acknowledged before me this
____ day of _____, _____
Month Year

(Signature of NOTARY PUBLIC)

x _____
Signature of Controlling Person or Agent (circle one)

Print Name

My commission expires on: _____
Day Month Year

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor

Phoenix, AZ 85007-2834

(602) 542-5141

QUESTIONNAIRE

01062824

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK.
An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD WHICH MAY BE OBTAINED AT DLCC. FINGERPRINTING MUST BE DONE BY A BONA FIDE LAW ENFORCEMENT AGENCY OR A FINGERPRINTING SERVICE APPROVED BY DLCC. THE DEPARTMENT DOES NOT PROVIDE THIS SERVICE.

Effective 10/01/07 there is a \$24.00 processing fee for each fingerprint card submitted.

Liquor License #

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

(If the location is currently licensed)

1. Check appropriate box → ☒ Controlling Person (Complete Questions 1-19) ☐ Agent ☐ Manager (Only) (Complete All Questions except # 14, 14a & 21)
Controlling Person or Agent must complete #21 for a Manager. Controlling Person or Agent must complete # 21

2. Name: Foley Joseph Patrick Date of Birth: [REDACTED] (NOT a Public Record)

3. Social Security Num: [REDACTED] Drivers License: [REDACTED] State: Oregon (NOT a public record)

4. Place of Birth: Boston, MA USA Height: 6'1 Weight: 180 Eyes: Blue Hair: Brown
City State Country (not county)

5. Marital Status ☐ Single ☒ Married ☐ Divorced ☐ Widowed Daytime Contact Phone: 541-864-2524

6. Name of Current or Most Recent Spouse: Foley, Darla, Fulk Date of Birth: [REDACTED] (NOT a public record)
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden

7. You are a bona fide resident of what state? Oregon If Arizona, date of residency: _____

8. Telephone number to contact you during business hours for any questions regarding this document. 541-864-2524

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Harry & David Premises Phone: 480-947-5459

11. Physical Location of Licensed Premises Address: 7014 E. Camelback Rd., Suite 1250, Scottsdale, Maricopa 85251
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
3/1995	CURRENT	SVP	Harry and David, 2500 S. Pacific Hwy, Medford, OR 97501

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION ↑

13. Indicate your residence address for the last five (5) years: ↓

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENCE Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
1/2000	CURRENT	Own	3422 Greystone Ct.	Medford	OR	97501

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?
If you answered YES, how many hrs/day? 10 hrs ~~14 hrs~~ 10 hrs ~~14 hrs~~ ☐ YES ☒ NO
If NO, skip to #15.
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. ☐ YES ☒ NO
15. Have you been detained, cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years (include only traffic violations that were alcohol and/or drug related)? ☐ YES ☒ NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? ☐ YES ☒ NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? ☐ YES ☒ NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? ☐ YES ☒ NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? ☐ YES ☒ NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.
Give complete details including dates, agencies involved, and dispositions.

SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

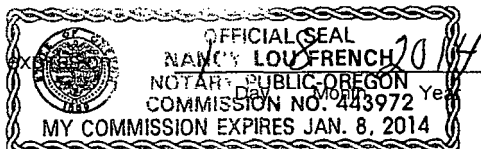
20. I, JOSEPH PATRICK FOLEY, hereby declare that I am the APPLICANT/REPRESENTATIVE
(print full name of Applicant)
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

x Joseph Foley
(Signature of Applicant)

State of Oregon County of Jackson

The foregoing instrument was acknowledged before me this
17 day of May, 2010
Month Year

My commission expires on:



Nancy French
(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT
APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.
The manager named must be at least 21 years of age.

State of _____ County of _____

The foregoing instrument was acknowledged before me this

x _____
Signature of Controlling Person or Agent (circle one)

_____ day of _____, _____
Month Year

Print Name

(Signature of NOTARY PUBLIC)

My commission expires on: _____
Day Month Year

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor
Phoenix, AZ 85007-2934
(602) 542-5141

QUESTIONNAIRE

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Liquor License #

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(If the location is currently licensed)

1. Check appropriate box → ☒ Controlling Person (Complete Questions 1-19) ☐ Agent ☐ Manager (Only) (Complete All Questions except # 14, 14a & 21)
Controlling Person or Agent must complete #21 for a Manager Controlling Person or Agent must complete # 21

2. Name: Bluth Robert Earl Date of Birth [REDACTED] (NOT a Public Record)

3. Social Security Number [REDACTED] Drivers License [REDACTED] State: Oregon (NOT a public record)

4. Place of Birth: El Paso, TX USA Height: 5'10 Weight: 250 Eyes: Blue Hair: Grey
City State Country (not county)

5. Marital Status ☐ Single ☒ Married ☐ Divorced ☐ Widowed Daytime Contact Phone: 541-864-2524

6. Name of Current or Most Recent Spouse: Bluth, Carolyn, Kelly, Telford Date of Birth [REDACTED] (NOT a public record)
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden

7. You are a bona fide resident of what state? Oregon If Arizona, date of residency:

8. Telephone number to contact you during business hours for any questions regarding this document 541-864-2524

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Harry & David Premises Phone: 480-947-5459

11. Physical Location of Licensed Premises Address: 7014 E. Camelback Rd., Suite 1250, Scottsdale, Maricopa 85251
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
4/2000	CURRENT	SVP General Counsel	Harry and David, 2500 S. Pacific Hwy, Medford, OR 97501

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION ↑

13. Indicate your residence address for the last five (5) years: ↓

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENCE Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
1/2000	CURRENT	Own	4402 Lunisbruck Ridge	Medford	OR	97504

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?
If you answered YES, how many hrs/day? 10 and answer #14a below. If NO, skip to #15. ☐ YES ☒ NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. ☐ YES ☒ NO
15. Have you been detained, cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years (include only traffic violations that were alcohol and/or drug related)? ☐ YES ☒ NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? ☐ YES ☒ NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? ☐ YES ☒ NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? ☐ YES ☒ NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? ☐ YES ☒ NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.
Give complete details including dates, agencies involved, and dispositions.
SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

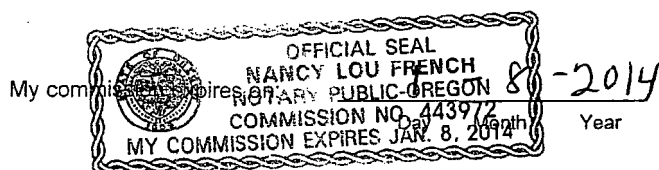
20. I, ROBERT E. BLUTH, hereby declare that I am the APPLICANT/REPRESENTATIVE
(print full name of Applicant)

filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

x Robert E. Bluth
(Signature of Applicant)

State of Oregon County of Jackson

The foregoing instrument was acknowledged before me this
12 day of May, 2010
Month Year



Nancy French
(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT
APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.
The manager named must be at least 21 years of age.

State of _____ County of _____

The foregoing instrument was acknowledged before me this

x _____ day of _____, _____
Month Year

Signature of Controlling Person or Agent (circle one)

(Signature of NOTARY PUBLIC)

Print Name

My commission expires on: _____
Day Month Year



110 MAY 21 10 44 AM '10

Robert E. Bluth
Senior Vice President and
General Counsel
(541) 864-2525
(541) 864-2189 FAX
rbluth@harryanddavid.com

April 19, 2010

Arizona Corporation Commission

RECEIVED

RE: Harry and David Officer List (AzCC File #F-1409317-8)

MAY 18 2010

To Whom It May Concern:

**ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION**

The following are the Director and Officers of Harry and David, an Oregon corporation:

Directors

Steven J. Heyer

Officers

Steven J. Heyer

Ross A. Klein

Drew H. Reifenberger

Jane Terker Perelman

Peter D. Kratz

William J. Ihle

Robert E. Bluth

Stephen C. Dow

Edward F. Dunlap

Joseph P. Foley

Thomas S. Forsythe

Gregg A. Wilson

James C. Hayek

Steve P. Bechwar

Elizabeth M. Chang

Bernie R. Colpitts

Edward A. Cushman

Jefferson B. Dunn

Stanton W. Durham

Mark F. Emphasis

Larry F. Garrison

Nicole R. Hernandez

Perry A. Higgins

Scott E. Huddleston

Phillip K. Littleton

Jason Morgan Malone

Douglas G. Nash

Mary E. Pittman

Victor J. Reinhold

Steve E. Roesler

James W. Smekal

Benjamin A. Smith

Chairman and Chief Executive Officer

Executive Vice President, Chief Brand Officer

Executive Vice President, Chief Customer Officer

Executive Vice President, Chief Merchandising Officer

Executive Vice President, Operations & Wholesale

Executive Vice President, Corporate Relations

Senior Vice President, General Counsel and Secretary

Senior Vice President, Customer Relations, Western Division

Senior Vice President, CFO

Senior Vice President & General Manager, Stores

Senior Vice President, Production

Senior Vice President, Customer Operations, Eastern Distribution

Senior Vice President, Employee Relations

Vice President, Business Sales

Vice President, Production Services

Vice President, Controller & Chief Accounting Officer

Vice President, Cushman's

Vice President, Marketing and E-Commerce Operations

Vice President, Eastern Distribution

Vice President, Finance, Marketing Finance

Vice President, Assembly

Vice President, Compensation and Benefits

Vice President, Quality Control

Vice President, Multi-Channel Marketing

Vice President, Corporate Logistics

Vice President, Bakery Candy Kitchen

Vice President, Assistant General Counsel & Assistant Secretary

Vice President, Procurement and Product Development

Vice President, Eastern Stores/Wholesale Distribution

Vice President, Western Warehouse Operations

Vice President, Merchandising

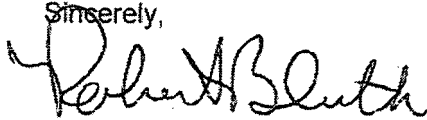
Vice President, Corporate Finance

Mark E. Smith
Peter B. Thorton
Melissa Watson

Vice President, Systems Performance
Vice President, Marketing and E-Commerce
Vice President, Direct Marketing

Accompanying this letter is a Secretary's Certificate certifying the list.

Sincerely,



Robert E. Bluth

RECEIVED

MAY 18 2010

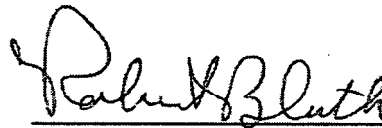
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

'10 MAY 21 Ltr. Lic. AM 9 20

SECRETARY'S CERTIFICATE

I, Robert E. Bluth, do hereby certify that I am the duly elected and qualified Senior Vice President, General Counsel and Secretary of Harry and David (hereinafter called "the Corporation"), being duly organized and existing under the laws of the State of Oregon. I hereby certify that the attached list of Harry and David Corporate Officers is current as of the date of this certificate.

DATED AS OF: April 19, 2010.



Robert E. Bluth – Secretary
HARRY AND DAVID

RECEIVED
MAY 18 2010
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION